



**CUBE HOUSING ASSOCIATION LIMITED
MINUTE OF THE MANAGEMENT BOARD MEETING
AT MARYHILL BURGH HALLS, 24 GAIRBRAID AVE, GLASGOW, ON
TUESDAY 28 MAY 2019 AT 6.00PM**

Present: Peter Kelly (Chairperson)
Robert Keir (by telephone)
Eric Gibson
Steve Scott

In attendance: David MacKenzie, Managing Director of Cube
Elaine Melrose, Group Director of Resources
Stephen Wright, Deputy Group Company Secretary
Ann-Marie Fontana, Head of Housing Services
Sarah Stocks, Finance Manager
David Fletcher, Director of Development (Programme) (Items 6 and 7)
Stuart Johnstone, Development Manager (Items 6 and 7)

1.	Apologies for Absence	
	<p>Bill Carroll, Linda McGrory, Catherine Lowe, Bill Coghill, Jennifer Williamson submitted apologies.</p> <p>The Chair declared that a quorum was present. The Chair agreed to re-order the agenda to ensure the Board could consider the business items that required a decision today. This was to allow a Board member who was feeling unwell to exit the meeting once the required decisions had been taken.</p>	
2.	Declarations of Interest	
	The Board noted the standing declarations of interest.	
	MAIN BUSINESS ITEMS	
5.	Draft Cube Strategy	
	<p>The Board considered the report.</p> <p>Decided: The Board:-</p> <p>1) Noted the output reflecting the discussion at the Cube Strategy workshop on 8 May 2019; and 2) Considered the draft Cube Strategy 2020-25.</p>	

6a.	Governance Update	
	<p>The Board considered the report and noted the work to recruit new Board members, in particular to the tenant Board member vacancies.</p> <p>With the agreement of the Chair, the Board considered a proposed amendment to the Association’s loan agreements. The Chair declared an interest as a Board member of the parent, Wheatley Housing Group Limited, which is also a party to the transactions. It was noted that in relation to funding transactions the parent had approved that the Chair could participate in decision making on behalf of Cube.</p> <p>The Board noted the background to the proposed amendment being that the Association was a party, along with other RSLs in Wheatley Group, to certain loan agreements. The Board further noted that the purpose of the amendments to the loan agreements was to expand the definition of “permitted disposal” to (i) allow one of the other parties to the agreements to dispose of land to Glasgow City Council to facilitate a regeneration project and (ii) to provide that future land disposals by the borrowers could proceed with the prior written consent from the funders.</p> <p>Decided: The Board:-</p> <ol style="list-style-type: none"> 1) Approved the Cube Housing skills matrix; 2) Agreed the skills and experience to be recruited for the Non-Executive vacancy which will arise at the 2019 AGM; 3) Approved the Cube Housing 3-year succession plan and agreed to recommend to members that the Board composition be updated to provide for: 7 independent Board members, 3 tenant Board members and 1 parent appointee; 4) Approved the changes to the Intra Group Agreement and delegated authority to any Board member to sign the Intra Group Agreement on behalf of the company; 5) Delegated authority to the Managing Director to agree the form of the services agreement schedule to the IGA on behalf of the Company; 6) Approved the revised membership policy; 7) Noted the revised Group Standing Orders, effective immediately; 8) Noted and agreed Group Board’s decision to appoint the Deputy Group Company Secretary, as a person co-authorised to perform the duties of the Secretary, effective immediately; and 9) Delegated authority to any Board member, the Group Director of Finance or the Secretary to agree and execute the loan agreement amendment letters on behalf of the Association. 	
6b.	Development Governance and 5-year development programme	
	The Board considered the report and discussed the Association’s proposed development footprint and strategy.	

	<p>Decided: The Board:-</p> <ol style="list-style-type: none"> 1) Agreed that the development footprint was to be extended to include North and South Lanarkshire and East Dunbartonshire; 2) Agreed the revised approach to development governance, including individual project appraisals being remitted to the Group Development Committee; 3) Approved the 5year development programme, which will be reviewed annually and presented to the Board in conjunction with the business plan; and 4) Noted the Group Development Committee Terms of Reference. 	
7a.	Project approval: Queens Quay	
	<p>The Board considered the report and request for project approval. The Board discussed the financial appraisal and sought assurance that it met the Association's agreed internal rate of return. The Board also considered the key risks identified in the project report.</p> <p>Decided: The Board:-</p> <ol style="list-style-type: none"> 1) Approved the acquisition of the land at Queen's Quay, Clydebank from West Dunbartonshire Council for the purpose of a new build housing development to be led by us and including development of new supply housing for both West Dunbartonshire Council and Clydebank Housing Association; 2) Approved that we enter into a contract with CCG (Scotland) Limited for the construction of 146 units of social rent housing and four commercial units at Queen's Quay, Clydebank at a construction cost of £23,239,638 and a total development cost of £26,798,335, inclusive of land acquisition; and 3) Approved the total development cost to us of the 80 units of social housing of £14,200,768. 	
7b.	New Build Performance Dashboard	
	<p>The Board considered the update provided in the report.</p> <p>Decided: The Board:-</p> <ol style="list-style-type: none"> 1) Noted the contents of the report and the performance dashboard; 2) Noted the update on the performance of Engie Regeneration Limited at the Bonhill project and approved additional fees for supervision of this contract through to completion; and 3) Approved the cost over-run on the Leighton Street Project, Glasgow. 	

10a.	Cube Delivery Plan 2019/20; Annual Return on the Charter and year end delivery plan report 2018/19	
	<p>The Board considered the report and the work undertaken to achieve top quartile performance. The Board discussed the performance results that did not yet achieve top quartile status and requested that officers prepare an action plan for these, which is to be reported on at the next meeting as a specific agenda item.</p> <p>Decided: The Board:-</p> <ol style="list-style-type: none"> 1) Approved the draft Charter results and noted the robustness of the assurance approach deployed; 2) Delegated authority to the Group Director of Housing and Care to sign-off any non-material changes to the results which may be required prior to submission; 3) Delegated authority to the Group Director of Housing and Care to sign-off the Charter and Energy Efficiency Standards for Social Housing submissions on behalf of the governing body; and 4) Approved the targets and projects contained within the 2019/20 Delivery Plan. 	
10b.	Complaints handling performance 2018/19	
	<p>The Board reviewed complaints performance for the year.</p> <p>Decided: The Board:-</p> <ol style="list-style-type: none"> 1) Noted the complaints performance during 2018/19, the work undertaken to learn from the complaints we received and ensure continued compliance with complaint handling procedures. 	
	OTHER BUSINESS ITEMS	
12.	Year End Finance Report and Regulatory Returns	
	<p>The Board considered the report and key issues highlighted therein.</p> <p>Decided: The Board:-</p> <ol style="list-style-type: none"> 1) Noted the finance report for the year ended 31 March 2019 and the month to 30 April 2019; 2) Approved the summary sheet and accompanying financial data and projections; authorised that these be submitted to the Scottish Housing Regulator; and delegated authority to the Group Director of Finance to undertake any factual data updates required to the data in advance of the submission; 3) Approved the loan portfolio submission and authorised that this be submitted to the Scottish Housing Regulator; and delegated to the Group Director of Finance authority to approve any factual data updates required to the data in advance of the submission. 	

	END OF MEETING	
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